

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

COMMONWEALTH OF MASSACHUSETTS,
Plaintiff

v.

SIMON PROPERTY GROUP, INC.,
Defendant

Civil Action No. 04-12422-RCL

DEFENDANT'S ASSENT TO THE MOTION TO REMAND

The Defendant, Simon Property Group, Inc. ("Simon"), hereby assents to the Commonwealth's Motion to Remand the above-entitled action to the Suffolk Superior Court.

As grounds therefore, Simon states as follows:

1. This civil action was commenced by the Attorney General of Massachusetts ("Attorney General"), on behalf of the Commonwealth, in the Suffolk Superior Court on or about November 15, 2004. The case was docketed as Civil Action No. 04-4993.
2. On November 16, 2004, Simon filed a Notice of Removal in both the Superior Court and the United States District Court for the District of Massachusetts.
3. The Notice of Removal was filed in good faith by Simon.
4. Upon review of the Memorandum of Law filed by the Attorney General in support of the Commonwealth's Motion to Remand to Superior Court, Simon will agree to the resolution of the claims asserted by the Attorney General in state court irrespective of the federal questions involved in the action.

WHEREFORE, Simon assents to the remand of the above-entitled matter to the Suffolk Superior Court.

SIMON PROPERTY GROUP, INC.,

Defendant

/s/ Margaret M. Pinkham

Paul W. Shaw (BBO No. 455500)

Margaret Pinkham (BBO No. 561920)

Daniel J. Brown (BBO No. 654459)

Brown Rudnick Berlack Israels LLP

One Financial Center

Boston, MA 02111-2600

Telephone: 617-856-8200

Facsimile: 617-856-8201

E-mail: pshaw@brownrudnick.com

E-mail: mpinkham@brownrudnick.com

E-mail: dbrown@brownrudnick.com

Dated: January 28, 2005

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing document was filed electronically and served by mail on anyone unable to accept electronic filing. Notice of this filing will be sent by e-mail to all parties below by operation of the court's electronic filing system or by mail to anyone unable to accept electronic filing as indicated on the Notice of Electronic Filing. Parties may access this filing through the court's CM/ECF System.

Pamela S. Kogut, Esq.

Diane Lawton, Esq.

Judith Whiting, Esq.

Assistant Attorneys General

Consumer Protection and Antitrust Division

One Ashburton Place

Boston, MA 02018

Dated: January 28, 2005

/s/ Margaret M. Pinkham

Margaret M. Pinkham